

EXHIBIT H



July 10, 2023

VIA:

FedEx – Signature Required
USPS – Certified, Return Receipt
Email – scott@sfreemanmd.com

PERSONAL & CONFIDENTIAL

Scott M. Freeman, MD
c/o FCM MM Holdings, LLC
30 N Gould St. Ste R.
Sheridan, WY 82801

Re: Notice of Immediate Termination of Consulting Agreement

Dear Dr. Freeman:

This letter (the “**Letter**”) serves as formal notice that Mind Medicine (MindMed) Inc., (“**MindMed**” or the “**Company**”) is hereby exercising its right to terminate your Consulting Agreement, dated August 31, 2020 (the “**Consulting Agreement**”). Please note that this Letter concludes with a list of demands related to the termination of the Consulting Agreement. Please provide written confirmation of your compliance with those demands within five (5) business days of your receipt of this Letter.

As you are aware, the Company may terminate the Consulting Agreement upon a material breach of the Agreement. *See* Consulting Agreement § 14.2(c). A material breach will be deemed to have occurred if you have *inter alia* “(iv) breach[ed] any . . . material obligations of [the] Agreement” or “(v) violate[d] local, state, or federal laws.” *See id.* The Separation Agreement between you and the Company, dated August 31, 2020 (the “**Separation Agreement**”), incorporates the Consulting Agreement by reference. *See* Separation Agreement § 18; Consulting Agreement § 22.

I. Disparagement of MindMed and its Officers, Directors, and Employees

Beginning no later than August 2022 and continuing through the present, you, individually and through FCM MM Holdings, Inc. (“**FCM**”), have made public statements disparaging the Company and its officers, directors, and employees in a manner likely to be harmful to their business, business reputation, and/or personal reputations in violation of Section 11 of the Separation Agreement. MindMed is therefore terminating the Consulting Agreement pursuant to Section 14.2(c)(iv).

II. Misappropriation of MindMed’s Confidential Information

Public statements by you and those working in concert with you reflect that you retained and disclosed confidential Company information following your separation from the Company in violation of Sections 8 and 10 of the Separation Agreement and Section 13 of the Consulting Agreement. MindMed is therefore terminating the Consulting Agreement pursuant to Section 14.2(c)(iv).

III. Violation of Section 14(a) of the Securities Exchange Act of 1934 and Implementing Regulations

On May 20, 2023, you, individually and through FCM, initiated a proxy contest seeking control of MindMed's Board of Directors. During the course of the proxy contest, you, individually and through FCM, made numerous material misstatements and omissions in violation of Section 14(a) of the Securities Exchange Act of 1934 and its implementing regulations. MindMed is therefore terminating the Consulting Agreement pursuant to Section 14.2(c)(v).

In light of the above, MindMed demands that you immediately:

1. Refrain from further breaches of the Separation Agreement, including but not limited to Sections 8, 10, and 11 thereof;
2. Refrain from further breaches of your surviving obligations under the Consulting Agreement, including but not limited to Section 13 thereof;
3. Refrain from further violations of the relevant securities laws and regulations; and
4. Preserve all documents and communications as set forth in the Letter from Sarah Lightdale, sent on behalf of the Company, dated July 10, 2023. Once preserved, any materials containing MindMed's confidential, proprietary, or trade secret information should be segregated from your general files and stored in a separate, confidential file.

Nothing contained herein shall be deemed to waive any of MindMed's rights, substantive or procedural, under any agreement or law.

Sincerely,

Mind Medicine (MindMed) Inc.

DocuSigned by:

 Robert Barrow

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Robert Barrow

CEO & Board Director

cc: Mark Sullivan
Chief Legal Officer, MindMed

Sarah Lightdale
Cooley LLP

Kenneth S. Mantel (kmantel@olshanlaw.com)
Rebecca L. Van Derlaske (rvanderlaske@olshanlaw.com)
Olshan Frome Wolosky LLP